

RECORDATION NO. 7857-A Filed & Recorded

JUN 02 1975-10 40 AM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENTAL AGREEMENT, DATED
AS OF MAY 1, 1975, BETWEEN FIRST
NATIONAL CITY BANK, TRUSTEE, AND
UNION PACIFIC RAILROAD COMPANY

This FIRST SUPPLEMENTAL AGREEMENT, dated as of May 1, 1975, between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States of America, as Trustee (hereinafter called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the Company):

WITNESSETH:

WHEREAS, the Trustee and the Company have heretofore entered into an Equipment Trust Agreement, dated as of March 1, 1975 (hereinafter called the Agreement), pursuant to which the Trustee is to issue \$40,000,000 aggregate principal amount of Equipment Trust Certificates (hereinafter the Trust Certificates); and

WHEREAS, the Agreement was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on March 10, 1975, and assigned Recordation No. 7857; and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee may, in the event that no Trust Certificates have been issued or are outstanding under the Agreement, amend, supplement or delete any of the provisions of the Agreement; and

WHEREAS, no Trust Certificates have been issued or are outstanding under the Agreement as of the date hereof, and the Company and the Trustee desire to execute and deliver this

First Supplemental Agreement, for the purpose of amending, supplementing or deleting certain provisions of the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that certain provisions of the Agreement be and they hereby are amended, supplemented, or deleted as hereinbelow set forth:

A. The following references in the Agreement to \$40,000,000 as the aggregate principal amount of Trust Certificates to be issued thereunder are hereby changed to \$60,000,000:

(i) in the fourth line in the third WHEREAS clause at page 1 of the Agreement;

(ii) in the fourth line in the Form of Fully Registered Trust Certificate at page 2 of the Agreement;

(iii) in the third line of the first full paragraph at page 3 of the Agreement;

(iv) in the fourth line of the Form of Trust Certificate with Dividend Warrants at page 6 of the Agreement;

(v) in the third line of the first full paragraph at page 7 of the Agreement;

(vi) in the third line of the first full paragraph at page 15 of the Agreement; and

(vii) in the ninth line of the carry-over paragraph at page 23 of the Agreement

B. Schedule A, the Description of Trust Equipment, set forth at page 60 of the Agreement is hereby deleted and the attached Schedule A is hereby inserted in replacement therefor.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

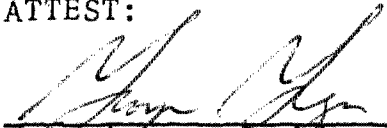
FIRST NATIONAL CITY BANK,
as Trustee

(SEAL)

By: 

Trust Officer

ATTEST:


Assistant Cashier

UNION PACIFIC RAILROAD COMPANY

(SEAL)

By: 

Vice President - Finance

ATTEST:


Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of May, 1975, before me personally appeared RALPH E. JOHNSON, to me known, who, being by me duly sworn, says that he is a Trust Officer of First National City Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmelina Mills
Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

CARMELINA MILLS
Notary Public, State of New York
No. 43-7957850
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1976

On this 29th day of May, 1975, before me personally appeared WILLIAM F. SURETTE, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

KENDOR P. JONES
Notary Public, State of New York
No. 317115513
Qualified in New York County
Commission Expires March 30, 1976

Kendor P. Jones
Notary Public

SCHEDULE A
Description of Trust Equipment

No. of Units	Description	Estimated Cost	
		Per Unit	Total
17	3000-HP SD40-2 Diesel-electric road freight locomotives, General Motors Corporation (Electro-Motive Division), builder, to be numbered UP3288 to UP3304, both inclusive	\$434,447	\$ 7,385,599
10	3000-HP U30-C Diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP2905 to UP2914, both inclusive	416,761	4,167,610
5	3000-HP U30-C Diesel-electric road freight locomotives, General Electric Company, builder, to be numbered UP2915 to UP2919, both inclusive	421,641	2,108,205
500	100-ton, 4750 cu. ft. capacity, covered hopper cars, Class CH-100-29, Pullman Incorporated (Pullman-Standard Division), builder, to be numbered UP75350 to UP75849, both inclusive	27,200	13,600,000
300	52' 6" 70-ton capacity insulated box cars, Class BI-70-15, Pacific Car and Foundry Company, builder, to be number UP450950 to UP451249, both inclusive	42,759	12,827,700
100	50' 7" 100-ton capacity high roof box cars, Class BF-100-16, Pacific Car and Foundry Company, builder, to be numbered UP355100 to UP355199, both inclusive	42,559	4,255,900
25	89' 4" 100-ton capacity flat cars, Class F-100-10, Midwest Freight Car Company, builder, to be numbered UP253500 to UP253524, both inclusive	30,250	756,250
500	100-ton, 3600 cu. ft. capacity, quadruple hopper cars, Class H-100-12, Bethlehem Steel Corporation, builder, to be numbered UP38200 to UP38699, both inclusive	28,500	14,250,000
235	52' 6" 70-ton capacity box cars, Class BF-70-15, Union Pacific Railroad Company, builder, to be numbered UP171650 to UP171884, both inclusive	26,000	6,110,000
100	62' 0" 100-ton capacity flat cars, Class F-100-8, Union Pacific Railroad Company, builder, to be numbered UP52000 to UP52099, both inclusive	39,100	3,910,000
100	57' 0" 100-ton capacity flat cars, Class F-100-9, Union Pacific Railroad Company, builder, to be numbered UP215550 to UP215649, both inclusive	38,800	3,880,000
50	Cabooses, Class CA-10, International Car Company, builder, to be numbered UP25700 to UP25749, both inclusive	60,300	3,015,000
Total Estimated Cost			<u><u>\$76,266,264</u></u>